

11-AA

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: DAYTON HUDSON CORPORATION

MN: TARGET CORPORATION

State of Formation and Name of Surviving Entity:

MN: DAYTON HUDSON CORPORATION

Effective Date of Merger: 1/30/2000---12:01 A.M.

Name of Surviving Entity After Effective Date of Merger:

TARGET CORPORATION

This certificate has been issued on: 1/13/2000



Mary Kiffmeyer
Secretary of State.

Exhibit
C